

**AMENDMENT NO. 1 TO
PETERSEN RANCH MITIGATION BANK
#1798-2013-04-R5**

THIS AMENDMENT NO. 1 ("Amendment") to the Petersen Ranch Mitigation Bank Enabling Instrument, TRACKING # 1798-2013-04-R5, and accompanying exhibits ("BEI") is made and entered into by and among the Los Angeles District of the U.S. Army Corps of Engineers ("USACE"), Region IX of the U.S. Environmental Protection Agency ("USEPA"), California Regional Water Quality Control Board, Region 6v ("Lahontan Regional Water Board"), and the California Department of Fish and Wildlife, South Coast Region ("CDFW") (collectively, the "Interagency Review Team," or "IRT"), and Land Veritas Corp, a California corporation ("Bank Sponsor"), LV-BP Investors Ranch, LLC, a Delaware limited liability company ("Petersen Ranch Property Owner"), and LV Lake Elizabeth, LLC, a California limited liability company ("Elizabeth Lake Property Owner"). The Bank Sponsor, Petersen Ranch Property Owner, Elizabeth Lake Property Owner, and the IRT are referred to hereinafter each as a "Party" and, together, the "Parties."

BACKGROUND

A. Elizabeth Lake Property Owner is the sole owner in fee simple of certain real property (the "Elizabeth Lake Property") located in Los Angeles County, California. The Elizabeth Lake Property is legally described in the BEI.

B. On May 11, 2016, the Parties entered into the BEI for the establishment of the Petersen Ranch Mitigation Bank ("Bank") on a 314-acre portion of the Elizabeth Lake Property and a 3,789-acre portion of the neighboring Petersen Ranch Property (collectively, the "Bank Property"). Under the BEI, the Bank Property is demarcated into six geographic areas (Areas A-F) to be incorporated into the Bank in phases.

C. San Fernando Valley spineflower (*Chorizanthe parryi* var. *Fernandina*; "Spineflower") is listed as an endangered species under the California Endangered Species Act. (Cal. Code Regs., Tit. 14, § 670.2(a)(26)(B).)

D. On September 15, 2016, the United States Fish and Wildlife Service ("USFWS") proposed to list Spineflower as a threatened species under the federal Endangered Species Act. (81 Fed. Reg. 63,454.) USFWS withdrew the proposed listing after entering into a Candidate Conservation Agreement ("CCA") that establishes conservation measures designed to improve the status of the species. (83 Fed. Reg. 11,453 (Mar. 15, 2018).) Among other things, the CCA proposes habitat enhancement and Spineflower introduction at sites within the species' historic range.

F. Bank Area F, located on the Elizabeth Lake Property, contains habitat potentially suitable for the Spineflower. The CAA identifies seven (7) acres on Bank

Area F, for Spineflower habitat enhancement and introduction (the “Introduction Area”).

E. The Parties desire to amend the BEI to allow Spineflower habitat enhancement and introduction in the Introduction Area. The Amendment removes the Introduction Area from the creditable portion of the Bank, reducing the total number of Credits available at the Bank by 6.76 acres¹. Among other things, the Amendment also facilitates Spineflower introduction by permitting pedestrian access across the Elizabeth Lake Property to access the Introduction Area for management purposes, and allowing fencing to be placed in and around the Introduction Area to protect the Spineflower.

NOW, THEREFORE, in consideration of the foregoing facts and the terms, covenants, and conditions set forth below, the Parties hereby agree as follows:

AGREEMENT

1. Amendment to BEI Exhibit C-1. Exhibit C-1 to the BEI, titled “Development Plan,” is hereby amended as follows:

Exhibit C-1, Appendix A, Figures 6, 8, 10, 12, 17, 56, and 63 to 66 are replaced in their entirety with Figures 6, 8, 10, 12, 17, 56, and 63 to 66 in Exhibit XX attached hereto and incorporated herein by this reference.

2. Amendment to BEI Exhibit D-5. Exhibit D-5 to the BEI, titled “Long-Term Management Plan,” is replaced in its entirety with Exhibit XX attached hereto and incorporated herein by this reference.

3. Amendment to BEI Exhibit E-2. Exhibit E-2 to the BEI, titled “”, is hereby amended as follows:

Exhibit E-2.1 to the BEI, titled “Lake Elizabeth Property Assessment and Warranty” and included in Exhibit E-2, is replaced in its entirety with Exhibit XX attached hereto and incorporated herein by this reference.

4. Amendment to BEI Exhibit E-3.1. Exhibit E-3.1 to the BEI, titled “Elizabeth Lake Easements,” is replaced in its entirety with Exhibit XX attached hereto and incorporated herein by this reference.

2.

¹ The Introduction Area was legally defined by a California licensed surveyor, and referenced in amended Exhibit E-4 to the BEI, titled “Conservation Easement,” as “6.722 acres of land, more or less.” GIS mapping indicated the Introduction Area is 6.76 acres, and that number was used in determining the number of credits to be removed from the Bank’s creditable area as GIS mapping was used to determine and apportion credits throughout the remainder of the Bank. Despite this discrepancy, all Parties agree to the Introduction Area’s general parameters.

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3.5. Amendment to BEI Exhibit E-4. Exhibit E-4 to the BEI, titled "Conservation Easement," is hereby amended as follows:

Exhibit E-4.6, titled "Conservation Easement Deed Petersen Ranch Mitigation Bank Area F" and included in Exhibit E-4 to the BEI, is replaced in its entirety with Exhibit XX attached hereto and incorporated herein by this reference.

6. Amendment to BEI Exhibit F-1. Exhibit F-1 to the BEI, titled "Credit Evaluation and Credit Table," is replaced in its entirety with Exhibit XX attached hereto and incorporated herein by this reference.

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4.
5.7. Definitions. Initially-capitalized terms used in this Amendment and not otherwise defined herein shall have the meaning set forth in the BEI.

6.8. Effect. Except as specifically modified by this Amendment, the BEI, including all exhibits thereto, remains unchanged and in full force and effect.

7.9. Authority. Each of the undersigned certifies that he or she has full authority to bind the Party that he, she, or they represents for purposes of entering into this Amendment.

8.10. Effective Date. This Amendment shall be deemed executed on the date of the last signature by the Parties.

9.11. Counterparts. This Amendment may be executed in counterparts.

IN WITNESS WHEREOF, the Parties have executed and delivered this Amendment as of the Effective Date.

[SIGNATURE PAGES FOLLOW]

**SIGNATURE PAGE FOR AMENDMENT NO. 1 TO PETERSEN RANCH MITIGATION
BANK #1798-2013-04-R5**

Bank Sponsor

Land Veritas Corp., a California Corporation

By:_____

Date:_____

Print Name:_____

Title:_____

**SIGNATURE PAGE FOR AMENDMENT NO. 1 TO PETERSEN RANCH MITIGATION
BANK #1798-2013-04-R5**

Petersen Ranch Bank Property Owner

LV-BP Investors Ranch, LLC, a Delaware Limited Liability Company

By:_____

Date:_____

Print Name:_____

Title:_____

**SIGNATURE PAGE FOR AMENDMENT NO. 1 TO PETERSEN RANCH MITIGATION
BANK #1798-2013-04-R5**

Elizabeth Lake Property Owner

LV Lake Elizabeth, LLC, a California Limited Liability Company

By:_____

Date:_____

Print Name:_____

Title:_____

**SIGNATURE PAGE FOR AMENDMENT NO. 1 TO PETERSEN RANCH MITIGATION
BANK #1798-2013-04-R5**

U.S. Army Corps of Engineers, Los Angeles District

By: _____

Date: _____

Print Name: _____

Title: _____

**SIGNATURE PAGE FOR AMENDMENT NO. 1 TO PETERSEN RANCH MITIGATION
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The California Department of Fish and Wildlife, South Coast Region

By: _____

Date: _____

Print Name: _____

Title: _____

**SIGNATURE PAGE FOR AMENDMENT NO. 1 TO PETERSEN RANCH MITIGATION
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California Regional Water Quality Control Board, Lahontan Region

By: _____

Date: _____

Print Name: _____

Title: _____

**SIGNATURE PAGE FOR AMENDMENT NO. 1 TO PETERSEN RANCH MITIGATION
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U.S. Environmental Protection Agency, Region IX

By: _____

Date: _____

Print Name: _____

Title: _____